



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

4-144A044

RECORDATION NO. 9747

FILED 1425

May 22, 1984

No.

MAY 23 1984 - 11 45 AM

Date

MAY 23 1984

Mr. James H. Bayne
Secretary, INTERSTATE COMMERCE COMMISSION
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. 9747

FILED 1425

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MAY 23 1984 - 11 45 AM

ICC, Washington, D. C.

Dear Mr. Secretary:

INTERSTATE COMMERCE COMMISSION

Re: Conditional Sale Agreement, Lease of Railroad Equipment and Related Assignment Agreements and Consent and Agreement variously among Toledo, Peoria & Western Railroad Company, as Lessor, Exchange National Bank of Chicago, as Vendee-Lessor, and Girard Bank, as Agent-Assignee

Enclosed herewith please find two copies each of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

These related documents are: (1) a verified copy of the Agreement and Plan of Merger of The Toledo, Peoria & Western Railroad Company into The Atchison, Topeka and Santa Fe Railway Company, dated June 28, 1983; and (2) a certified copy of the Certificate of Ownership and Merger Merging Toledo, Peoria & Western Railroad Company into The Atchison, Topeka and Santa Fe Railway Company pursuant to General Corporation Law of the State of Delaware, dated October 19, 1983 and effective at midnight on December 31, 1983. Pursuant to these documents, the Toledo, Peoria & Western Railroad Company ("TP&W") is merged into The Atchison, Topeka and Santa Fe Railway Company ("ATSF"), ATSF is the corporation surviving the merger, and ATSF assumes all rights, obligations and liabilities of the TP&W. Both documents are secondary documents.

The captioned primary documents to which both of these documents are connected is recorded under Recordation No. 9747.

We request that the documents be cross-indexed.

The name and address of the sole surviving party to these documents are:

The Atchison, Topeka and Santa Fe
Railway Company
80 East Jackson Boulevard
Chicago, Illinois 60604

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Mr. James H. Bayne
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For the convenience of the parties, I have enclosed five (5) additional copies of each document which I should like to have returned to me bearing the recordation information.

A check in the amount of \$20 is also enclosed in the payment of the Commission's prescribed recordation fee for each document.

Very truly yours,



Gus Svolos
Vice President-Law

JQG/lmm

Enclosures

RECORDATION NO. 9747
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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
TOLEDO, PEORIA & WESTERN RAILROAD COMPANY
INTO
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

(Pursuant to Section 253 of the
General Corporation Law of the State of Delaware)

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY,
a corporation organized and existing under the laws of the
State of Delaware, does hereby certify:

First: That it was organized pursuant to the pro-
visions of the General Corporation Law of the State of Delaware
on the 20th day of October, 1969.

Second: That it owns all of the outstanding shares
of each class of the capital stock of TOLEDO, PEORIA & WESTERN
RAILROAD COMPANY, a Delaware corporation.

Third: That, by the following resolution of its
Board of Directors adopted on June 28, 1983, it determined to
merge into itself the said TOLEDO, PEORIA & WESTERN RAILROAD
COMPANY on the conditions set forth therein:

RESOLVED:

1. This corporation shall merge into itself
its subsidiary, the Toledo, Peoria & Western
Railroad Company, and assume all of said subsidiary's
liabilities and obligations pursuant to the terms
of the Agreement and Plan of Merger which is hereby
approved.

2. At any time prior to the filing of the
Certificate of Ownership and Merger with the
Secretary of State of the State of Delaware, the
merger may be terminated by the Board of Directors
of this corporation.

3. The making and filing on behalf of this
Company of a Notice of Exempt Transaction to the
Interstate Commerce Commission for the purposes
of advising of the merger transaction is hereby
authorized and approved.

4. The proper officers of this Company are
hereby authorized to execute such other documents
and to do such other things as may be appropriate
to consummate the merger transaction and to carry
out the intent of the foregoing resolution.

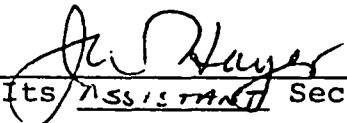
Fourth: That the merger of TOLEDO, PEORIA & WESTERN RAILROAD COMPANY into THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, pursuant to this Certificate, shall become effective at midnight on December 31, 1983.

IN WITNESS WHEREOF, said ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY has caused its corporate seal to be affixed and this Certificate to be signed by GUS SVOLOS, its Vice President-Law, and attested by J. W. Hayes, its Assistant Secretary, this 19th day of October, 1983.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By 
Its Vice President-Law

[SEAL]

By 
its Assistant Secretary



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING TOLEDO, PEORIA & WESTERN RAILROAD COMPANY A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF NOVEMBER, A.D. 1983, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

1 1 1 1 1 1 1 1 1 1

A handwritten signature of Glenn C. Kenton in cursive script.

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10245533

DATE: 05/14/1984

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